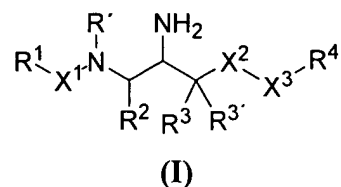


ABSTRACT

The present invention provides compounds having the formula:



wherein R¹, R', R², R³, R^{3'}, R⁴, X¹, X² and X³ are as defined herein, and pharmaceutical compositions thereof. The present invention also provides methods of inhibiting proteases, more specifically aspartyl proteases. In certain embodiments, compounds inhibit BACE (β-site APP-cleaving enzyme), and thus are useful in the treatment or prevention of a disease characterized by β-amyloid deposits in the brain (including, but not limited to, Alzheimer's Disease). The present invention also provides methods for preparing compounds of the invention.